

RECORDATION NO 23154 FILED

SEP 29 '08

4:41 PM

SURFACE TRANSPORTATION BOARD

ALLEN & OVERY



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Mr. Vernon Williams
Secretary
Surface Transportation Board
395 E St., SW
Washington, D.C. 20423

Our ref 51231-00008 NY:4097895.1

September 26, 2008

Dear Mr. Williams:

Enclosed is an original and one counterpart of the documents described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is an Amendment, a secondary document, dated September 17, 2008. The primary document to which it is connected is recorded under Recordation Number 23154.

The names and addresses of the parties to the enclosed documents are:

Trustee:	U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut 225 Asylum Street, 23 rd Floor Hartford, Connecticut 06103
Lessee:	General Electric Capital Corporation 120 Long Ridge Road Stamford, Connecticut 06927

A description of the equipment covered by the documents follows:

Railcars within the various series described in Schedules A and B.

A fee of \$41.00 is enclosed.

A short summary of the document to appear in the index follows:

Amendment to a Memorandum of Lease and Lease Supplement with Recordation Number 23154, dated September 27, 2000 and covering railcars with the various series described in Schedules A and B.

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Yours sincerely,

A handwritten signature in black ink, appearing to read 'Erika Singer', with a long horizontal flourish extending to the right.

Erika Singer
Associate

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT AND LEASE SUPPLEMENT

This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement with Recordation Number 23154 is made and entered into as of September 17, 2008, by and between U.S. BANK NATIONAL ASSOCIATION, as successor to State Street Bank and Trust Company of Connecticut (hereinafter "Trustee") and GENERAL ELECTRIC CAPITAL CORPORATION (hereinafter "Lessee") respecting the Replacement Lease Supplement dated on or around June 26, 2008, which supplemented the Lease Agreement (RAIL-2000-TX) dated September 27, 2000, and the Lease Supplement dated September 27, 2000 (collectively "the Lease") between Trustee and Lessee.

Pursuant to the provisions of the Lease, Trustee and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, (x) Trustee has agreed to lease to the Lessee and the Lessee has agreed to lease from the Trustee, under the Lease as supplemented, the Replacement Items of Equipment described in Schedule A attached hereto and (y) the Items of Equipment described in Schedule B hereto are hereby deleted from the Lease and are no longer deemed Items of Equipment for any purpose and subject to the terms defined in the Lease.
2. Trustee and Lessee further acknowledge and affirm that this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is not a summary of the Lease nor a complete recitation of the terms and provisions thereof. Accordingly, Trustee and Lessee hereby agree that in the event of a conflict between this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement and the provisions of the Lease, the provisions of the Lease, as the case may be, shall control.
3. This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301.
4. This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is being recorded with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first written above.

LESSEE:

GENERAL ELECTRIC CAPITAL
CORPORATION

By: Joseph Lattin

Name: Joseph Lattin

Title: VP

STATE OF ILLINOIS)

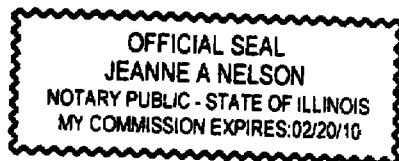
) SS:

COUNTY OF COOK)

On this 1 of April, 2008, before me personally appeared Joseph A Lattanzio to me personally known, who being duly sworn, state that he is V.P. of GENERAL ELECTRIC CAPITAL CORPORATION, that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission expires 2-20-2010



TRUSTEE:

U.S. BANK NATIONAL
ASSOCIATION (as successor in
interest to State Street Bank and
Trust Company of Connecticut). not
in its individual capacity but solely
as Owner Trustee

By: 

Name: Susan C. Merker
Vice President

Title: _____

STATE OF Connecticut)

) SS:

COUNTY OF Hartford)

On this 17th of Sept, 2008, before me personally appeared Susan C. Markes,
to me personally known, who being duly sworn, state that she is Vice President of
U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on behalf of said
corporation by authority of its board of directors, and she acknowledged that the execution of the
foregoing instrument was the free act and deed of said corporation.

Notary Public

Susan P. McNally

My Commission expires

SUSAN P. McNALLY
Notary Public - Connecticut
My Commission Expires Mar. 31 2010

Schedule A

REPLACEMENT ITEMS

Car Mark	Car Type	Built Date	CC #
NATX 400294-A_AAI_FQ	Tank	2005	717636
NATX 400301-A_AAI_FQ	Tank	2006	717643
NATX 400302-A_AAI_FQ	Tank	2006	717644
NATX 400303-A_AAI_FQ	Tank	2006	717645
NATX 400304-A_AAI_FQ	Tank	2006	717646
NATX 400305-A_AAI_FQ	Tank	2006	717647
NATX 400306-A_AAI_FQ	Tank	2006	717648
NATX 400307-A_AAI_FQ	Tank	2006	717649
NATX 400308-A_AAI_FQ	Tank	2006	717650
NATX 400313-A_AAI_FQ	Tank	2006	717655
NATX 400314-A_AAI_FQ	Tank	2006	717656
NATX 251232-A_AAS_EI	Tank	2006	725539
NATX 251233-A_AAS_EI	Tank	2006	725540
NATX 251246-A_AAS_EI	Tank	2006	725553
NATX 251280-A_AAS_EI	Tank	2006	725587
KPIX 005029	Coal	2003	68374
NAHX 101049	Hopper	2003	683748

Schedule B

ITEMS TO BE REPLACED

Car Mark	Car Type	Built Date	CC #
NAHX 553237	SPEC CO	1998	401376
CHTT 380011	Box	1998	386686
UC EX 098468	Coal	1998	386425
UC EX 098166	Coal	1998	385690
UC EX 098176	Coal	1998	385700
UC EX 098189	Coal	1998	385713
UC EX 098191	Coal	1998	385715
UC EX 098198	Coal	1998	385722
UC EX 098215	Coal	1998	385742
UC EX 098239	Coal	1998	385763
UC EX 098240	Coal	1998	385764
UC EX 098241	Coal	1998	386192
UC EX 098311	Coal	1998	386262
UC EX 098316	Coal	1998	386267
UC EX 098323	Coal	1998	386274
UC EX 098358	Coal	1998	386309
UC EX 098388	Coal	1998	386345
UC EX 098452	Coal	1998	386409
UC EX 098474	Coal	1998	386431
UC EX 098484	Coal	1998	386441
UC EX 098290	Coal	1998	386241
UC EX 098365	Coal	1998	386322

CHVX 898560	Plastic	1998	395633
CHIT 380001	Box	1998	386646
UCEX 098225	Coal	1998	385749
UCEX 098385	Coal	1998	386342
UCEX 098430	Coal	1996	386387
UCEX 098129	Coal	1996	385653
CHIT 380022	Box	1998	386667
UCEX 98192	Coal Gondola	1998	385716